

RECORDATION NO. 16504
FILED 1425

9-250A023

SEP 7 1989 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

WILMER, CUTLER & PICKERING
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SOURCE WCP001

ALLEN H. HARRISON, JR.

DIRECT LINE (202)

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INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

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September 7, 1989 INTERSTATE COMMERCE COMMISSION

(File 1.20)

52 filing fees

Dear Mrs. McGee:

On behalf of The CIT Group/Equipment Financing, Inc., I submit for filing and recording under 49 U.S.C. Section 11303 (a) and the regulations promulgated thereunder, three (3) counterparts of a certified true primary document, not previously recorded, entitled Fleet Rental Security Agreement ("Security Agreement") dated February 22, 1989. Also submitted for filing and recording are the following related secondary documents, not previously recorded, as follows:

- A Memorandum of Car Leasing Agreement ("Lease"), acknowledged March 22, 1989, - executed counterpart and two (2) certified true copies,
- B Assignment of Lease - Full Recourse ("Assignment No. 1"), executed February 22, 1989, - three (3) certified true copies, and
- C Assignment to The CIT Group/Group Equipment Financing, Inc. (sic), ("Assignment No. 2"), dated February 22, 1989 - three (3) certified true copies

The parties to the enclosed Security Agreement are:

The CIT Group/Equipment Financing, Inc. - Secured Party
2877 Brandywine Road
Atlanta, GA 30341

Hargis Leasing, Inc. - Debtor
200 Tremon Street
Gordon, GA 31301

The Security Agreement covers a security interest in ten (10) tank cars for a loan of \$578,000 from the Secured Party to the Debtor.

The parties to the enclosed Lease are:
Hargis Railcar, Inc. - Lessor
200 Tremon Street
Gordon, GA 31301

Rec'd
November

Countersigned by H. H. Harrison, Jr.

Nord Resources Corporation
Nord Kaolin Division - Lessee
8150 Washington Village Drive
Dayton, Ohio 45458

The Lease covers the lease of the same ten (10) tank cars that are in the Security Agreement.

The parties to the enclosed Assignment No. 1 are:
Hargis Railcar, Inc. - Assignor
200 Tremon Street
Gordon, GA 31301

Hargis Leasing, Inc. - Assignee
200 Tremon Street
Gordon, GA 31301

The Assignment No. 1 assigns the right, title and interest of the Lessor in the above Lease to the Assignee.

The parties to the enclosed Assignment No. 2 are:

Hargis Leasing, Inc. - Assignor
200 Tremon Street
Gordon, Georgia 31301

The CIT Group/Equipment Financing, Inc. - Assignee
2877 Brandywine Road
Atlanta, GA 30341

The Assignment No. 2 assigns the right, title and interest of the Lessor by assignment, Hargis Leasing, Inc., in the above Lease to the Assignee.

A short summary for all documents to appear in the ICC Index is as follows:

"Covers 10 tank cars, HARX1000-1009"

Enclosed are two checks each in the amount of twenty-six (\$26) dollars (total of \$52) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterparts of the four enclosed documents not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filings, and the two extra copies of this transmittal letter.

Very truly yours,


Allen H. Harrison, Jr.

Attorney for this purpose
of this filing for

The CIT Group/Equipment Financing, Inc.

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

AHH/mjg
BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

9/7/89

OFFICE OF THE SECRETARY

Allen H. Harrison Jr.
Wilmer, Cutler & Pickering
2445 M. St. N.W.
Washington, D.C. 20037-1420

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/7/89 at 12:05pm and assigned recordation number(s). 16504, 16504-A, 16504-B, 16504-C 16505, & 16506

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

SEP 7 1989 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

Date 3-22-89

MEMORANDUM OF CAR LEASING AGREEMENT

On April 27, 1988, Hargis Railcar, Inc., as Lessor, and Nord Resources Corporation, Nord Kaolin Division, as Lessee, entered into a Car Leasing Agreement, wherein Lessee agreed to lease the following equipment from Lessor:

- Ten (10) Hargis 14,000 gallon kaolin slurry Tank Cars, Road Numbers: HARX 1000, 1001, 1002, 1003, 1004, 1005, 1006, 1007, 1008, 1009.

Acknowledged and Agreed
this 22 day of March, 1989.

Hargis Railcar, Inc. ("Lessor")

By: Gary W. Hargis

Title: Pres

Corporate
Seal

State of Georgia

County of Wilkinson

On this 22 day of March, 1989, before me personally appeared, Gary W. Hargis, to me personally known, who being by me duly sworn, says that (s)he is the President of Hargis Railcar, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.
[Seal]

Margaret A. Sims
Signature of Notary Public
My commission expires 2-9-90

Acknowledged and Agreed
this 24th day of March, 1989

~~NORD KAOLIN CORPORATION AS GENERAL PARTNER OF~~ YAL
~~Nord Resources Corporation ("Lessee") -~~
~~Nord Kaolin Division~~ ^{Company} ("Lessee") YAL

By: [Signature]

Title: President

Corporate
Seal

State of Georgia

County of Wilkinson

{ NORD KAOLIN CORPORATION AS GENERAL PARTNER
NORD KAOLIN COMPANY YAL OF

On this 24 day of March, 1989, before me personally appeared,
[Signature], to me personally known, who being by me duly
sworn, says that (s)he is the PRESIDENT of
~~Nord Resources Corporation, Nord Kaolin Division~~, that the seal
affixed to the foregoing instrument is the corporate seal of said
corporation, that said instrument was signed and sealed on behalf
of said corporation by authority of its Board of Directors, and
(s)he acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.
[Seal]

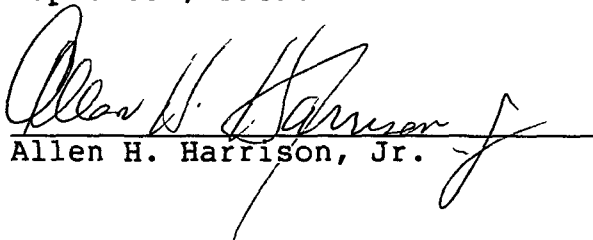
[Signature]
Signature of Notary Public
My commission expires 2-9-90

DISTRICT OF COLUMBIA) SS.:

CERTIFICATE OF TRUE COPY

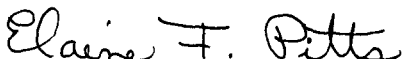
I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, do hereby certify that I have compared the attached copy of the document entitled "Memorandum of Car Leasing Agreement" between Hargis Railcar, Inc., as Lessor and Nord Resources Corporation, Nord Kaolin Division, as Lessee, acknowledged and agreed March 22, 1989, with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 6th day of September, 1989.


Allen H. Harrison, Jr.

Subscribed and sworn to before me

this 6th day of September, 1989


Notary Public, D.C.

My commission expires:

My Commission Expires June 14, 1992